

Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.

REAFFIRMATION OF AFFIDAVIT

In reference to the Affidavit dated March 14, 2007 for the application of
(enter date of affidavit)

Play to Win, LLC

(enter name(s) of applicant(s))



in Application Number(s): SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; and ZMOD 2007-0012

(enter application number(s))

I, Christopher R. Bourassa, do hereby state that I am an

(check one) applicant (must be listed in Paragraph B of the above-described affidavit)

 X applicant's authorized agent (must be listed in Paragraph B of the above-described affidavit)

and that to the best of my knowledge and belief, the following information is true:

(check one) I have reviewed the above-described affidavit, and the information contained therein is true and complete as of _____

(enter today's date)

 X I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

 X Paragraph B-1

 Paragraph C-1

 X Paragraph B-2

 Paragraph C-2

 Paragraph B-3

 Paragraph C-3

WITNESS the following signature: *Chris R. Bourassa*

(check one)

 X applicant

 applicant's authorized agent

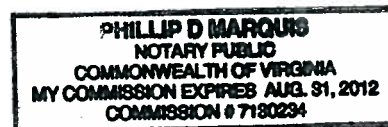
CHRISTOPHER R BOURASSA

(Type or print first name, middle initial, last name and title of signee)

Subscribed and sworn to before me this 27th day of MARCH, 2008,
in the State/Commonwealth of Virginia, County/City of Fairfax.

Phillip D. Marquis
Notary Public

My Commission expires: Aug 31, 2012



A-081

LOUDOUN COUNTY
DISCLOSURE OF REAL PARTIES IN INTEREST

A. DIRECTIONS

1. Mandatory disclosures shall include PARTNERSHIPS, CORPORATIONS, or TRUSTS, to include the names of beneficiaries, broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 100 shareholders, that has no shareholder owning 1% or more of any class of stock. In the case of an applicant, title owner, contract purchaser, or lessee of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all its partners (general and limited), of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 1% or more of the applicant, title owner, contract purchaser, or lessee of the land.
2. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.
3. All applicants for zoning map amendment petitions, special exceptions, commission permits, certificates of appropriateness and variances are requested, but not required, to complete Section C of this form entitled *Voluntary Disclosures*. No application will be rejected for applicant's failure to complete Section C.
4. Prior to each and every public hearing on a Zoning Map Amendment, Zoning Concept Plan Amendment, Zoning Ordinance Modification, Special Exception, Commission Permit, Certificate of Appropriateness or Variance, and prior to Board action, the applicant shall review the affidavit and provide any changed or supplemental information including business or financial relationships of the type described above, that arise on or after the date of this application. A "Reaffirmation of Affidavit" form is available for your use online at: http://inetdocs.loudoun.gov/planning/docs/documentsandfor_/index.htm
5. These adopted Disclosure of Real Parties in Interest Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted
6. As used in this section "real parties in interest" shall include all sole or joint property owners, parties who have legal interest in the protection of the property such as a trustee or executor, parties who have an equitable or beneficial interest in the property, such as beneficiaries of a trust, and, in the case of corporations, all stockholders, officers, and directors. Pursuant to Section 15.2-2289, the requirement of listing names of stockholders, officers, and directors shall not apply to a corporation whose stock is traded on a national or local stock exchange and having more than 500 shareholders. In the case of a condominium, the requirement shall apply only to the title owner, contract purchaser, or lessee if they own 10% or more of the units in the condominium.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

LISTING OF INDIVIDUAL AGENTS

1. **Play to Win LLC**
Christopher R. Bourassa
Cora McManis
Troy Vincent
2. **Play to Win Realty, LLC**
Christopher R. Bourassa
Cora McManis
Troy Vincent
3. **Taneja Center, Inc.**
Vijay Taneja
4. **Walsh, Colucci, Lubeley, Emrich & Walsh, PC**
J. Randall Minchew, Esq.
William J. Keefe
Michael G. Romeo
Christine E. Gleckner
Andrew A. Painter
Kimberlee Welsh Cummings
5. **Urban Engineering & Associates, Inc. t/a Urban Ltd.**
Brian A. Sears
Ross K. Stilling
Fred Dodds
6. **M.J. Wells & Associates, LLC**
Stephen O. Schmidt
Chris Turnbull
Sudeep Deshmukh
7. **Herring & Trowbridge Architects**
David R. Herring
Victor A. Siegfried
8. **Acorn Environmental, Inc.**
Gary J. Jellick
9. **ECS Mid-Atlantic, LLC**
Joseph P. Fiorello
Avi Sareen
10. **Trinity Group Construction, Inc.**
Mil L. Wallen, III
Paul M. Taylor
Matt L Christensen
11. **KLNB, LLC**
Marc J. Tasker
John W. Richard

If multiple copies of this page are provided please indicate Page 2 of 2 pages.

Revised May 10, 2007

A-084

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the shareholders of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all officers and directors of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Play to Win LLC
43463 Firestone Place, Leesburg, VA 20176

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Christopher R. Bourassa	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Christopher R. Bourassa, President	
John P. McDaid, Assistant Secretary	

Check if applicable:

☒ Additional shareholder information is continued on an additional copy of Page B-2

If multiple copies of this page are provided please indicate Page 1 of 13 pages.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the shareholders of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all officers and directors of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Play to Win Realty, LLC
43463 Firestone Place, Leesburg, VA 20176

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Christopher R. Bourassa	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Christopher R. Bourassa, President	
John P. McDaid, Assistant Secretary	

Check if applicable:

☒ Additional shareholder information is continued on an additional copy of Page B-2

If multiple copies of this page are provided please indicate Page 2 of 13 pages.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the shareholders of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all officers and directors of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Taneja Center Inc.

11211 Waples Mill Road, #200, Fairfax, VA 22030-7406

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Vijay Taneja	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Vijay Taneja, President	

Check if applicable:

☒ Additional shareholder information is continued on an additional copy of Page B-2

If multiple copies of this page are provided please indicate Page 3 of 13 pages.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

2. NAMES OF CORPORATION SHAREHOLDERS

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Name and Address of Corporation (complete name, street address, city, state, zip)

ECS Mid-Atlantic, LLC
14026 Thunderbolt Place, Suite 100, Chantilly, Virginia 20151

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Engineering Consulting Services, Ltd, Managing Member	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ Additional shareholder information is continued on an additional copy of Page B-2

If multiple copies of this page are provided please indicate Page 4 of 13 pages.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

2. NAMES OF CORPORATION SHAREHOLDERS

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Name and Address of Corporation (complete name, street address, city, state, zip)

**Engineering Consulting Services, Ltd.
14026 Thunderbolt Place, Suite 100, Chantilly, Virginia 20151**

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Henry L. Lucas, James Carpenter, James Baldridge, Charles Reynolds, Robert Hackman, Garnett Williams, Robert Johanson, Larry Rice, Richard Nance, Manol Andonyadis, Steve Gosselin, Tony Fiorillo, Robert Najewicz, Robert Goehring, Steve Neas, Leo Titus, Harry Moore, Dan McHugh, Ron Newman, Ted Bekele, Ahmad Lankerani, James A. Eckert, Dave Patron, John Harpring, Mike Galli, Jim Succop, John Lair, Glenn Craig, Jeff Shelton, Stuart Mayberry, Jim Slusher, Allen Sullivan, Mike Coffey, Doug Finch, Cliff Hendrickson, Derek Clyburn, Tim Price, Steve Berkowitz, Paul Blake	John McCarthy, Brian Maas, Denise Poulos, Grant Walker, Steve Geiger, Brett Gitskin, Mark Vormittag, Lorie Debo, Stan Murphy, Mike Sawyers, Peter O'Hara, Denny Lombardi, Paul Pinkerton, Kathy Freiberger, Olalekan Olamide, William Kilpatrick, David Huggins, Sal Fiorentino, Scott Summers, Robert Holt, Doug Cole, Tracy Allen, Bruce Woloshin, Sula Andonyadis, Ray Gideon, Karl Higgins, Atef Talka, Rob Whitley, Jack Burgess, Delene Diab, Jeff Watson, Brian Wyatt, Russ Bendel, Nick Wolff, Chris Hahn, Bryan Layman, Michael McIntyre, Lloyd Ward

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ Additional shareholder information is continued on an additional copy of Page B-2

If multiple copies of this page are provided please indicate Page 5 of 13 pages.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

2. NAMES OF CORPORATION SHAREHOLDERS

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Name and Address of Corporation (complete name, street address, city, state, zip)

Herring & Trowbridge Architects
690 Center Street, #200, Herndon, VA 20170

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
David R. Herring	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ Additional shareholder information is continued on an additional copy of Page B-2

If multiple copies of this page are provided please indicate Page 6 of 13 pages.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

2. NAMES OF CORPORATION SHAREHOLDERS

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Name and Address of Corporation (complete name, street address, city, state, zip)

Acorn Environmental, Inc.
708 Laurel Lane, Severna Park, MD 21146

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Gary J. Jellick	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ Additional shareholder information is continued on an additional copy of Page B-2

If multiple copies of this page are provided please indicate Page 7 of 13 pages.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

2. NAMES OF CORPORATION SHAREHOLDERS

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Name and Address of Corporation (complete name, street address, city, state, zip)

Trinity Group Construction, Inc.
13454 Sunrise Valley Drive, #440, Herndon, VA 20171

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mil L. Wallen, III	
Jeff S. Black	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ Additional shareholder information is continued on an additional copy of Page B-2

If multiple copies of this page are provided please indicate Page 8 of 13 pages.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the shareholders of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all officers and directors of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Urban Engineering & Associates, Inc. t/a Urban Ltd
7712 Little River Turnpike, Annandale, Virginia 22003

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Barry B. Smith	
J. Edgar Sears, Jr.	
Brian A. Sears	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ Additional shareholder information is continued on an additional copy of Page B-2

If multiple copies of this page are provided please indicate Page 9 of 13 pages.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

M. J. Wells & Associates, LLC

1420 Spring Hill Road, Suite 600, McLean, VA 22102

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
M.J. Wells & Associates, Inc., Sole Member	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ Additional shareholder information is continued on an additional copy of Page B-2

If multiple copies of this page are provided please indicate Page 10 of 13 pages.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

2. NAMES OF CORPORATION SHAREHOLDERS

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Name and Address of Corporation (complete name, street address, city, state, zip)

M.J. Wells & Associates, Inc.

1420 Spring Hill Road, Suite 600, McLean, VA 22102

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
M.J. Wells & Associates, Inc. Employee Stock Ownership Trust. [All employees are eligible plan participants; however, no one employee owns more than 1% of any class of stock.]	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ Additional shareholder information is continued on an additional copy of Page B-2

If multiple copies of this page are provided please indicate Page 11 of 13 pages.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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Name and Address of Corporation (complete name, street address, city, state, zip)

Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.
1 E. Market Street, 3rd Floor, Leesburg, Virginia 20176

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
David J. Bomgardner	E. Andrew Burcher
Thomas J. Colucci	Peter M. Dolan, Jr.
Jay du Von	Jerry K. Emrich
William A. Fogarty	John H. Foote
H. Mark Goetzman	Bryan H. Guidash
Michael D. Lubeley	J. Randall Minchew
M. Catharine Puskar	John E. Rinaldi
Lynne J. Strobel	Garth M. Wainman
Nan E. Walsh	Martin D. Walsh

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of Page B-2

If multiple copies of this page are provided please indicate Page 12 of 13 pages.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

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APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

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Name and Address of Corporation (complete name, street address, city, state, zip)

KLNB, LLC

8027 Leesburg Pike, Suite 300, Vienna, VA 22182

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Andrew James Georgelakos	Managing Principal
Marc J. Tasker	Principal

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of Page B-2
If multiple copies of this page are provided please indicate Page 13 of 13 pages.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

Page B 17

APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

3. **PARTNERSHIP INFORMATION**

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

None

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)

Check if applicable:

 Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must** be checked

 In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☒ Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

 Additional information for Item B. 3. is included on an additional copy of page B-3.

APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012**C. VOLUNTARY DISCLOSURE**

1. That no member of the Loudoun County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (If none, so state).

2. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household and family, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent or attorney or holds 1% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of \$100 or more, singularly or in the aggregate with any of those listed in Section B, above.

EXCEPT AS FOLLOWS: (If none, so state).

3. The following constitutes a listing of names and addresses of all real parties in interest in the real estate which is the subject of this application, including the names and addresses of all persons who hold a beneficial interest in the subject property, who have, within five years of the application date, contributed, by gift or donation, more than one hundred dollars to any current member of the Board of Supervisors:

NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)

___ Additional County-Official information for Item C is included on an additional page C-1.

DATE AFFIDAVIT IS NOTARIZED: 3/27/08

Page D 1

APPLICATION NUMBER: SPEX 2007-0056; SPEX 2007-0059; SPEX 2007-0060; ZMOD 2007-0012

D.

That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Section C. above, that arise on or after the date of this application.

WITNESS the following signature:

Christopher R. Bourassa

check one: ☒ Applicant or ☐ Applicant's Authorized Agent

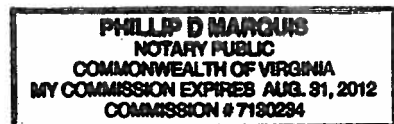
Christopher R. Bourassa, Agent

(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 27th day of March 2008, in the State/Commonwealth of Virginia, in the County/City of Fairfax

Phillip D. Marquis
Notary Public

My Commission Expires: Aug 31, 2012



STATEMENT OF JUSTIFICATION

Three Special Exceptions and one Zoning Modification to accommodate a Sports and Leadership Training Center

**Tax Map 61, Parcels 30G and 30H
MCPI #s 114-46-6446 and 113-16-3850
39.89 ± Acres
April 16, 2008**

I. Introduction

Play to Win, LLC, the applicant and contract purchaser (hereinafter, the “Applicant”) of Loudoun County Tax Map 61, parcels 30G and 30H (MCPI #s 114-46-6446 and 113-16-3850) which comprises approximately 40.21 acres (the “Property”) of land zoned Planned Development-Industrial Park (“PD-IP”) and A-3 Agricultural Residential (“A-3”) governed under the Revised 1993 Loudoun County Zoning Ordinance (“Revised 1993 Zoning Ordinance”) proposes three special exception applications and one zoning modification application to accommodate a Sports and Leadership Training Center. The Property is located along the western side of Belmont Ridge Road (“Route 659”), south of its intersection with Route 7 and north of its intersection with Gloucester Parkway. The western boundary of the Property abuts the Goose Creek (see Vicinity Map).

The Property is bordered to the north by vacant land zoned A-3 and PD-IP; to the south by land zoned A-3 and PD-IP that includes one residence; to the east by land zoned Planned Development – Housing 4 (“PD-H4”) that includes the Belmont residential community; and to the west by land zoned Joint Land Management Area-3 District (“JLMA-3”) that includes the Goose Creek and beyond that, the Goose Creek Golf Club.

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II. Project Summary

The mission of the Play to Win Sports and Leadership Training Center is to provide character and leadership development opportunities for the children of the communities they serve. This will be achieved by providing access to the highest quality sports facilities and training programs which offer the opportunity to improve athletic performance while developing the total individual. To accomplish this vision for the future athletic and leadership training of local youth, and to develop the first facility of its kind in the Country, the Applicant will construct the following facilities on the Property:

- 225,000 square foot main building (approximate square footage) that will include 3 indoor turf fields (soccer, lacrosse, football, etc...); 3 indoor courts (basketball, volleyball, etc...); baseball/softball training area; youth entertainment/recreation area; youth study area with an adjacent library; conference, classroom, and office space; retail and concession areas; and locker and restroom facilities;
- Outdoor fields on three terraced levels as the Property slopes toward the Goose Creek that will include 2 synthetic turf fields on the highest elevation terrace in close proximity to the main building and parking lot (1 championship field and 1 youth field); 2 synthetic turf or natural grass fields on the middle terrace (1 championship field and 1 youth field); and 2 or 3 synthetic turf fields on the lowest elevation terrace abutting the 300 foot Goose Creek conservation easement (1 championship field that can be converted into 2 youth fields and 1 stand alone youth field);

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- 61,500 square foot north building (approximate square footage) that will include office space or an additional recreation facility; and
- 14,000 square foot south building (approximate square footage) that will likely include an additional recreation facility.

To implement this proposed concept, the Applicant is fortunate that the PD-IP zoning district permits indoor and outdoor recreation establishments as permitted uses, in accordance with certain performance standards. The layout of the Property, as shown on the Special Exception and Zoning Modification Plat ("SPEX/ZMOD Plat"), verifies that the performance standards are being implemented.

To develop the remaining portions of the proposed development, the Applicant is applying for three special exceptions and one zoning modification. The first special exception application proposes to establish an outdoor recreation establishment use in the A-3 zoning district, per Section 2-403(GGG) of the Revised 1993 Zoning Ordinance. This will enable outdoor playing fields to be constructed within the A-3 district, which is located on the western portion of the Property. The second special exception application also addresses outdoor fields through the provision of lights. Per Section 5-1504(C), which is based on Section 5-1504(A) of the Revised 1993 Zoning Ordinance, the Applicant will be applying for a special exception proposing appropriate alternative lighting that exceeds 0.25 foot candles above background light levels measured at the boundary of the Property as it abuts the adjacent lot. As shown on the enclosed SPEX/ZMOD Plat, the outdoor fields will exceed 0.25 foot candles at certain locations around the Property's boundary. The third special exception application will address the

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recently adopted office use performance standards of the PD-IP zoning district. Office uses are now permitted by-right in the PD-IP, unless certain performance standards are met. Since the proposed office use is unable to meet some of the performance standards, a special exception is required for approval.

The Applicant is requesting the proposed zoning modification to relieve the burden of Section 5-900(A)(9)(b) of the Revised 1993 Zoning Ordinance, which requires a 75 foot parking setback from arterial roads. The reduction of the 75 foot parking setback to at least 25 feet will provide the project with ample parking for the proposed use and will relieve the impacts of the excessive Route 659 right-of-way setback (75 feet from the future centerline) and the voluntary 1,000 foot Goose Creek building setback.

Since the Property abuts the Goose Creek along its western border, the Applicant, in consultation with the Goose Creek Scenic River Advisory Committee, has agreed to provide a 300 foot Permanent Conservation Easement along its entire Goose Creek frontage. This easement will provide for the future preservation of land abutting the Goose Creek.

III. Special Exception Issues for Consideration

The following items are addressed in accordance with section 6-1310 of the Revised 1993 Zoning Ordinance:

- (A) **Whether the proposed special exception is consistent with the Comprehensive Plan.**

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The Property is designated for Business uses in the Revised General Plan (“RGP”). The indoor and outdoor recreation and office uses proposed for the Property conform to the following policies for Business uses, as stated in the RGP:

- 2) Open Space Policies – Business and Industrial land use areas will provide open space of the following types: open space in its “natural” state, such as forests, wetlands, or meadows; trails and trail connections; water features or amenities. The placement of certain active recreational facilities such as lighted ball fields in Business and Industrial land use areas will be encouraged; and
- 5) Open Space Policies – All active recreation open space will be readily accessible to pedestrians and cyclists by sidewalk, path, trail, and/or bike lane.

In addition to conforming to the policies of the RGP, the proposed development conforms to the following policies contained in the North Goose Creek Plan Amendment (CPAM 1997-0001):

- 2) Environmental Policies – The County seeks to preserve 100 year floodplain in a vegetated condition. The County expects developers to minimize floodplain disturbances and preserve or establish vegetated belts along stream channels;
- 1) Goose Creek Policies – A 300 foot buffer should be preserved along Goose Creek as measured from the channel scar line;

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- 3) Goose Creek Policies – Preferred uses in the area between the 300 foot Goose Creek buffer and the 1,000 foot buffer area include open space, parks, and outdoor recreation; and
- 4) Goose Creek Policies – More intense uses and densities (Floor Area Ratio) should be clustered east of the 1,000 foot buffer area.
Development east of the 1,000 foot buffer area is encouraged prior to development west of the 1,000 foot buffer area.

(B) Whether the proposed special exception will adequately provide for safety from fire hazards and have effective measures of fire control.

All applicable fire hazards will be addressed through the implementation of effective fire control measures to maximize safety on the Property.

(C) Whether the level and impact of any noise emanating from the site, including that generated by the proposed use, negatively impacts the uses in the immediate area.

With the exception of some noise emanating from players or spectators on the outdoor fields, the Property will not emanate any noise that will negatively impact the uses in the immediate area. The Property is bordered by one neighboring residence, while the remaining adjacent properties are vacant and covered in vegetation. The existing residence is located in an area that will be partially buffered by the 300 foot conservation easement. Additional buffering

measures will be provided to mitigate potential noise or light impacts on the adjacent residential property.

(D) Whether the glare or light that may be generated by the proposed use negatively impacts uses in the immediate area.

The proposed special exceptions do include outdoor lighting, but this lighting will not negatively impact uses in the immediate area. A professional lighting consultant has provided an analysis of the lighting that will be provided for the outdoor fields that includes the foot candle measurements at locations around the Property's boundary. Through this analysis, the outdoor lighting is shown to spill over at a few locations onto adjacent properties, but in the majority of locations, the lighting does not spill over onto adjacent properties. In particular, the proposed lighting has no direct effect on the adjacent residence, the Goose Creek, and Route 659. In the few locations that show spill over, the adjacent properties are vacant and covered in vegetation.

(E) Whether the proposed use is compatible with other existing or proposed uses in the neighborhood, and adjacent parcels.

The proposed special exceptions are compatible with the RGP and North Goose Creek Plan Amendment policies as stated above. With the exception of the one adjacent residence, the adjacent parcels are vacant and covered in vegetation. The proposed indoor and outdoor recreation and office uses are anticipated to be compatible with these existing uses.

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- (F) Whether sufficient existing or proposed landscaping, screening and buffering on the site and in the neighborhood to adequately screen surrounding uses.**

The Applicant will provide the necessary landscaping, buffering, and screening to accommodate the requirements included in the Revised 1993 Zoning Ordinance.

- (G) Whether the proposed special exception will result in the preservation of any topographic or physical, natural, scenic, archaeological or historic feature of significant importance.**

Based on the professional studies commissioned by the Applicant, the proposed special exception will not negatively affect the preservation of any topographic, or physical, natural, scenic, archaeological or historic feature of significant importance.

- (H) Whether the proposed special exception will damage existing animal habitat, vegetation, water quality (including groundwater) or air quality.**

Based on the professional studies commissioned by the Applicant, the proposed special exception will not negatively affect existing animal habitat, vegetation, water quality or air quality.

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(I) Whether the proposed special exception at the specified location will contribute to or promote the welfare or convenience of the public.

The proposed special exceptions will contribute to and promote the welfare and convenience of the public by providing indoor and outdoor recreation and office uses that are in high demand throughout Loudoun County.

(J) Whether the traffic expected to be generated by the proposed use will be adequately and safely served by roads, pedestrian connections and other transportation services.

Considering the improvements that are planned for Route 659, the proposed development will be adequately served by roads and pedestrian connections. However, VDOT is not permitting a full crossover at the southern entrance of the Property once Route 659 is improved to a four-lane road. The Applicant is lobbying VDOT to provide a crossover at the Property's southern entrance, which is well outside the 1,000 foot distance required between nearby intersections (Gloucester Parkway to the south and future Russell Branch Parkway to the north). If a full crossover is not provided, u-turns will be necessary at nearby intersections for any future users entering the site from the south or leaving the site and heading north. If a full crossover is not provided, the Applicant will request two right-in/right-out access points at the northern and southern entrances on Route 659.

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- (K) Whether, in the case of existing structures proposed to be converted to uses requiring a special exception, the structures meet all code requirements of Loudoun County.**

There are no existing structures proposed to be converted to uses requiring a special exception.

- (L) Whether the proposed special exception will be served adequately by essential public facilities and services.**

The proposed special exceptions will be adequately served by essential public facilities and services.

- (M) The effect of the proposed special exception on groundwater supply.**

The proposed special exceptions will have no effect on groundwater supply considering the filtering that will occur on the Property through the storm water management system, the location of fields throughout the Property, and the provision of a 300 foot conservation easement buffer along the Property's Goose Creek frontage.

- (N) Whether the proposed use will affect the structural capacity of the soils.**

The proposed special exceptions will not affect the structural capacity of the soils.

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- (O) Whether the proposed use will negatively impact orderly and safe road development and transportation.**

Considering the improvements that are planned for Route 659, the proposed special exceptions will not negatively impact orderly and safe road development and transportation.

- (P) Whether the proposed special exception use will provide desirable employment and enlarge the tax base by encouraging economic development activities consistent with the Comprehensive Plan.**

According to the Fiscal Impact Analysis provided for this project, the proposed special exceptions will provide desirable employment and enlarge the tax base by encouraging economic development activities consistent with the Comprehensive Plan.

- (Q) Whether the proposed special exception considers the needs of agriculture, industry, and businesses in future growth.**

The proposed special exceptions consider the needs of businesses in future growth but do not have an agricultural or industrial element that would warrant future consideration.

- (R) Whether adequate on and off-site infrastructure is available.**

Adequate on-site infrastructure is not entirely available yet, but will be provided as the development progresses.

A. III

- (S) Any anticipated odors which may be generated by the uses on site, and which may negatively impact adjacent uses.

The proposed development will not produce any odors.

- (T) Whether the proposed special exception uses sufficient measure to mitigate the impact of construction traffic on existing neighborhoods and school areas.

Any construction traffic that will access the Property will do so via Route 659 and will not have an impact on neighborhoods or school areas.

IV. Zoning Modification and Justification

The Applicant is requesting a modification of Section 5-900(A)(9)(b) of the Revised 1993 Zoning Ordinance to reduce the required 75 foot parking setback from an arterial road to at least 25 feet.

Justification

The Applicant is requesting a modification of the setback requirement along Route 659 to improve upon the existing regulations of the Revised 1993 Zoning Ordinance, which requests a 75 foot setback from the right-of-way of an arterial road. The Property's developable area is squeezed from the east and west by two factors: the excessive Route 659 right-of-way setback (75 feet from the future centerline) and the voluntary 1,000 foot Goose Creek building setback, as set forth in the North Goose Creek

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Plan Amendment. Considering that VDOT is requesting 75 feet from the future centerline of the redesigned Route 659 to allow for a 150 foot right-of-way, the parking on the Property will be located at least 150 feet from the closest property across Route 659. This distance doesn't account for the 25 foot yard buffer distance that will be provided on the Property between the parking area and Route 659 or the buffer area that currently exists in the Belmont Community on the opposite side of Route 659. There is no request to alter the building setback, but the proposed parking setback will improve upon the existing regulations by reducing an unnecessary setback while still maintaining a significant buffer yard along the expanded Route 659.

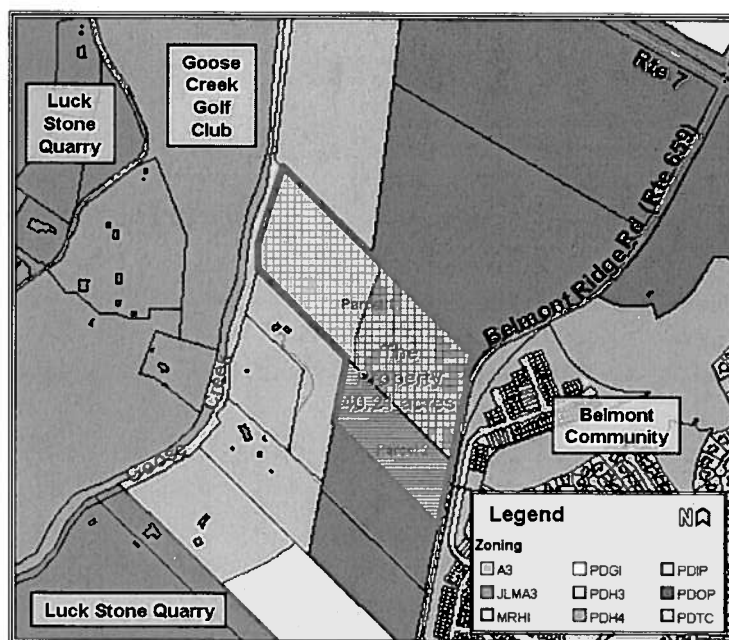
V. Conclusion

The mission of the Play to Win Sports and Leadership Training Center is to provide character and leadership development opportunities for the children of the communities they serve. This will be achieved by providing access to the highest quality sports facilities and training programs which offer the opportunity to improve athletic performance while developing the total individual. To facilitate this mission statement, the proposed Play to Win Sports and Leadership Training Center will provide the necessary facilities and programs that will prepare Loudoun County's youth for the challenges in sports and life. Through the development of first class facilities and programs, Loudoun County's youth will develop their athletic and leadership abilities both on and off the field. The three special exceptions and one zoning modification are integral to providing the means necessary to reach the desired goal of developing facilities that promote character in youth. In addition to the social benefits associated

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with the proposed development, the environmental gains are just as substantial. A 300 foot conservation easement will be provided by the Applicant to the County at no charge and will preserve the land abutting the Goose Creek for the enjoyment of current and future generations. The synthetic and natural grass outdoor fields will cascade down from the main building to the Goose Creek and with the assistance of the Property's storm water management system, will serve as a significant green buffer that will eliminate ground water contaminants before they reach the Goose Creek. The development of the main building as well as the ancillary office and athletic facilities will provide a year-round training complex that will be unrivaled anywhere in the Country. Through the approval of the proposed special exception and zoning modification applications, Loudoun County will be placing its best foot forward in the athletic and leadership development of its youth.

Vicinity Map



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